

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF OHIO**

In re: ) Chapter 11  
)  
Hopedale Mining LLC, *et al.*,<sup>1</sup> ) Case No. 1:20-bk-12043 ( )  
)  
) (Joint Administration Proposed)  
)  
Debtors. ) Honorable \_\_\_\_\_

**DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT TO RULE 1015(b) OF  
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE DIRECTING  
JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), by and through their proposed counsel, hereby move this Court (this “**Motion**”) for entry of an order (the “**Proposed Order**”), in substantially the form attached hereto as **Exhibit A**, granting joint administration of their respective chapter 11 cases. In support of this Motion, the Debtors respectfully state as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> The Debtors in these Chapter 11 cases are (with the last four digits of their federal tax identification numbers in parentheses): Rhino GP LLC (8619), Rhino Resource Partners LP (7517), Rhino Energy LLC (6320), Rhino Trucking LLC (8773), Rhino Exploration LLC (8863), Triad Roof Support Systems LLC (1183), Springdale Land LLC (9816), McClane Canyon Mining LLC (3783), Rhino Northern Holdings LLC (1858), CAM-Ohio Real Estate LLC (1859), CAM-Colorado LLC (4269), Taylorville Mining LLC (5106), CAM Coal Trading LLC (4143), Castle Valley Mining LLC (9495), Jewell Valley Mining LLC (0270), Rhino Services LLC (3356), Rhino Oilfield Services LLC (8938), Rhino Technologies LLC (0994), CAM Mining LLC (2498), Rhino Coalfield Services LLC (3924), Hopedale Mining LLC (9060), CAM-Kentucky Real Estate LLC (9089), CAM-BB LLC (9097), Leesville Land LLC (7794), CAM Aircraft LLC (5467), Pennyrite Energy LLC (6095), Rhino Eastern LLC (1457), Rockhouse Land LLC (7702).

2. The statutory bases for the relief requested herein are section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

### **BACKGROUND**

3. The Debtors commenced chapter 11 cases under which they are seeking joint administration (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code on July 22, 2020 (the “**Petition Date**”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing their affairs as debtors-in-possession.

4. The Debtors are diversified coal producers focused on coal and energy related assets and activities. The Debtors produce, process and sell high quality coal of various steam and metallurgical grades from multiple coal producing basins in the United States. Additionally, the Debtors market steam coal primarily to electric utility companies as fuel for their steam powered generators. Customers for the Debtors’ metallurgical coal are primarily steel and coke producers who use coal to produce coke, which is used as a raw material in the steel manufacturing process. The Debtors operate underground and/or surface mines in Ohio, Kentucky, Virginia, and Utah, with additional assets in West Virginia.

5. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the Chapter 11 Cases is contained in the Declaration of Richard A. Boone in Support of First Day Motions of Debtors and Debtors-in-Possession (the “**First Day Declaration**”), which is anticipated to be filed prior to a hearing on this Motion.

### **RELIEF REQUESTED**

6. In order to optimally and economically administer the Debtors’ pending Chapter 11 Cases, such cases should be jointly administered, solely for procedural purposes, under the case

number assigned to Hopedale Mining LLC. Pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b), the Debtors seek entry of the Proposed Order (a) directing joint administration of these Chapter 11 Cases and (b) granting related relief.

7. The Debtors request that the caption of the Chapter 11 Cases be modified to reflect the joint administration of such cases, as follows:

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	)	
Hopedale Mining LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. <u>1:20-bk-12043</u> ( )
	)	
	)	(Joint Administration Proposed)
	)	
Debtors.	)	Honorable _____

8. The Debtors also request that a docket entry be made in each of the above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases commenced by Rhino GP LLC, Rhino Resource Partners LP, Rhino Energy LLC, Rhino Trucking LLC, Rhino Exploration LLC, Triad Roof Support Systems LLC, Springdale Land LLC, McClane Canyon Mining LLC, Rhino Northern Holdings LLC, CAM-Ohio Real Estate LLC, CAM-Colorado LLC, Taylorville Mining LLC, CAM Coal Trading LLC, Castle Valley Mining LLC, Jewel Valley Mining LLC, Rhino Services LLC, Rhino Oilfield Services LLC, Rhino Technologies LLC, CAM Mining LLC, Rhino Coalfield Services LLC, Hopedale Mining LLC, CAM-Kentucky Real Estate LLC, CAM-BB LLC, Leesville Land LLC, CAM Aircraft LLC, Pennyrile Energy LLC, Rhino Eastern LLC, Rockhouse Land LLC.

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<sup>1</sup> The Debtors in these Chapter 11 cases are (with the last four digits of their federal tax identification numbers in parentheses): Rhino GP LLC (8619), Rhino Resource Partners LP (7517), Rhino Energy LLC (6320), Rhino Trucking LLC (8773), Rhino Exploration LLC (8863), Triad Roof Support Systems LLC (1183), Springdale Land LLC (9816), McClane Canyon Mining LLC (3783), Rhino Northern Holdings LLC (1858), CAM-Ohio Real Estate LLC (1859), CAM-Colorado LLC (4269), Taylorville Mining LLC (5106), CAM Coal Trading LLC (4143), Castle Valley Mining LLC (9495), Jewell Valley Mining LLC (0270), Rhino Services LLC (3356), Rhino Oilfield Services LLC (8938), Rhino Technologies LLC (0994), CAM Mining LLC (2498), Rhino Coalfield Services LLC (3924), Hopedale Mining LLC (9060), CAM-Kentucky Real Estate LLC (9089), CAM-BB LLC (9097), Leesville Land LLC (7794), CAM Aircraft LLC (5467), Pennyrile Energy LLC (6095), Rhino Eastern LLC (1457), Rockhouse Land LLC (7702).

The docket in Case No. 20- 12043 should be consulted for all matters affecting the above listed cases.

**BASIS FOR RELIEF**

9. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.”

10. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

11. Given the integrated nature of the Debtors’ operations, specifically, the fact that the Debtors share common ownership, share resources and management systems, and the Debtors will be borrowers and/or guarantors under the Debtors’ anticipated post-petition financing facility, joint administration of these Chapter 11 Cases will provide significant administrative convenience. Many of the motions, hearings, and orders in the Chapter 11 Cases will affect each and every Debtor entity. The entry of the Proposed Order directing joint administration of the Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will allow the U.S. Trustee and all parties in interest to monitor the Chapter 11 Cases with greater ease and efficiency.

12. Further, the rights of the Debtors’ respective creditors will not be adversely affected by the joint administration of the Chapter 11 Cases because this Motion requests only administrative, not substantive, consolidation of the estates. For example, any creditor may still file a claim against a particular Debtor or its estate, or all of the Debtors and their respective estates. Thus, all of the Debtors’ creditors will benefit from the reduced costs as a result of such joint

administration. This Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files.

13. Finally, supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee will be simplified. Accordingly, the Debtors submit that the joint administration of these Chapter 11 Cases is in the best interests of their creditors and all other parties in interest.

### **MOTION PRACTICE**

14. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Rule 9013-1(a).

### **NOTICE**

15. Notice of this Motion will be provided to: (i) the Southern District of Ohio Office of the United States Trustee; (ii) the Debtors' 40 largest unsecured creditors on a consolidated basis; (iii) CB Agent Services LLC; (iv) Alter Domus (US) LLC; (v) Colbeck Capital Management; (vi) Cion Investment Corporation; (vii) co-counsel to CB Agent Services LLC, Alter Domus (US) LLC, Colbeck Capital Management and Cion Investment Corporation (A) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038 (Attn: Samantha Martin and Frank Merola); and (B) Jackson Kelly PLLC, 100 West Main Street, Suite 700, Lexington, KY 40507 (Attn: Mary Elisabeth Naumann) and 221 NW Fifth Street, Evansville, IN 47708 (Attn: Charles A. Compton); (viii) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; (ix) all parties to equipment leases with the Debtors to the extent reasonably known to the Debtors; (x) all parties, including state and federal agencies, asserting a surety bond interest in the assets of the Debtors to the extent reasonably known to the Debtors; (xi) all parties asserting a taxing interest in the assets of the Debtors to the extent

reasonably known to the Debtors; and (xii) those entities specifically affected by a specific motion. Because of the exigencies of the circumstances and the irreparable harm to the Debtors that will ensue if the relief requested herein is not granted, the Debtors submit that no other notice need be given. **Please take notice that the Debtors have filed a Motion for an Expedited Hearing to consider First Day Motions, including the foregoing.**

**NO PRIOR REQUEST**

16. No prior motion for the relief requested herein has been made to this Court or any other court.

**WHEREFORE**, the Debtors respectfully request that this Court enter the Proposed Order, (i) authorizing the joint administration of these Chapter 11 Cases under the case number assigned to Hopedale Mining LLC, and (ii) granting such other and further relief as this Court deems appropriate.

Dated: July 22, 2020

Respectfully submitted,

/s/ Douglas L. Lutz

Douglas L. Lutz

A.J. Webb

Erin P. Severini

**FROST BROWN TODD LLC**

3300 Great American Tower

301 East Fourth Street

Cincinnati, Ohio 45202

Tel: (513) 651-6800

Fax: (513) 651-6981

E-mail: dlutz@fbtlaw.com

awebb@fbtlaw.com

eseverini@fbtlaw.com

**PROPOSED ATTORNEYS FOR DEBTORS  
AND DEBTORS-IN-POSSESSION**